



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

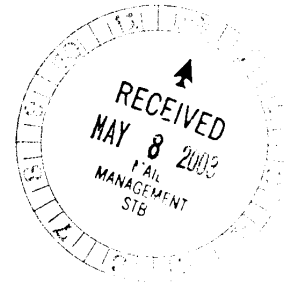
VIA UPS 2<sup>nd</sup> DAY AIR

RECORDATION NO. 21740-D **FILED**

May 6, 2003

**MAY 9 '03 8-33 AM**

**SURFACE TRANSPORTATION BOARD**



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 24, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	ConAgra Trade Group, Inc.
	One O'Hare Centre		11 ConAgra Drive
	6250 River Road, Suite 5000		Suite 5023
	Rosemont, IL 60018		Omaha, NE 68102-5023

A description of the railroad equipment covered by the enclosed document is one hundred fifty (150) 4750 cubic foot capacity covered hopper cars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(CONA032)

ASSGN. NO. CONA032

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of March, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConAgra Trade Group, Inc., a division of ConAgra, Inc. ("Lessee"), a Nebraska corporation.

*A subsidiary of ConAgra Foods, Inc.*

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 19 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February 1, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD E. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 24<sup>th</sup> day of March, 2003.

[CORPORATE SEAL]

STATE OF Illinois  
COUNTY OF Ju. Page

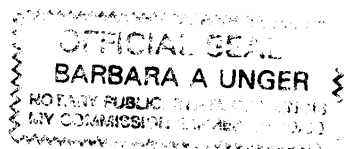
I, BARBARA A. UNGER, a Notary Public of the County and State aforesaid, certify that RICHARD E. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24<sup>th</sup> day of March, 2003.

[Signature]  
Notary Public

My Commission Expires:

6-06  
(Notary Public)



RECORDATION NO. 21740-D FILED  
MAY 09 '03 8:33 AM  
SURFACE TRANSPORTATION BOARD

LESSEE:

CONAGRA TRADE GROUP, INC.  
A DIVISION OF CONAGRA, INC.

A SUBSIDIARY OF CONAGRA FOODS, INC. *WMA*

By: Martin P. Higgins *RTJ*

Name: Martin P. Higgins

Title: EVP + SFO

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Nebraska

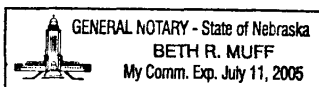
COUNTY OF Douglas

I, Beth R. Muff, a Notary Public of the County and State aforesaid,  
certify that Martin Higgins personally appeared before me this day and acknowledged his  
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12 day of March, 2003.

Beth R. Muff  
Notary Public

Commission Expires:



(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred fifty (150)

DESCRIPTION OF CARS: 4750 cu. ft. covered hoppers, loading to 286,000  
lbs., equipped with vibrator brackets and 30" x 30"  
gates

CAR NUMBERS: See below:

FURX	839361	NDYX	475141	NDYX	475175	NDYX	475214	NDYX	475255
FURX	839377	NDYX	475142	NDYX	475176	NDYX	475215	NDYX	475256
NDYX	475060	NDYX	475143	NDYX	475177	NDYX	475216	NDYX	475259
NDYX	475061	NDYX	475144	NDYX	475178	NDYX	475218	NDYX	475261
NDYX	475063	NDYX	475146	NDYX	475180	NDYX	475219	NDYX	475262
NDYX	475064	NDYX	475147	NDYX	475181	NDYX	475220	NDYX	475264
NDYX	475069	NDYX	475148	NDYX	475182	NDYX	475221	NDYX	475266
NDYX	475070	NDYX	475149	NDYX	475184	NDYX	475222	NDYX	475267
NDYX	475072	NDYX	475150	NDYX	475185	NDYX	475224	NDYX	475268
NDYX	475073	NDYX	475151	NDYX	475186	NDYX	475225	NDYX	475269
NDYX	475075	NDYX	475152	NDYX	475187	NDYX	475226	NDYX	475271
NDYX	475082	NDYX	475153	NDYX	475188	NDYX	475227	NDYX	475273
NDYX	475083	NDYX	475154	NDYX	475189	NDYX	475228	NDYX	475274
NDYX	475086	NDYX	475155	NDYX	475191	NDYX	475229	NDYX	475275
NDYX	475088	NDYX	475156	NDYX	475192	NDYX	475230	NDYX	475276
NDYX	475089	NDYX	475157	NDYX	475193	NDYX	475231	NDYX	475277
NDYX	475091	NDYX	475158	NDYX	475194	NDYX	475233	NDYX	475278
NDYX	475093	NDYX	475159	NDYX	475195	NDYX	475234	NDYX	475396
NDYX	475095	NDYX	475160	NDYX	475196	NDYX	475235	NDYX	475402
NDYX	475107	NDYX	475161	NDYX	475197	NDYX	475236	NDYX	475405
NDYX	475114	NDYX	475162	NDYX	475198	NDYX	475237	NDYX	475418
NDYX	475130	NDYX	475163	NDYX	475199	NDYX	475239	NDYX	475458
NDYX	475131	NDYX	475165	NDYX	475203	NDYX	475240	NDYX	475485
NDYX	475132	NDYX	475166	NDYX	475205	NDYX	475244	NDYX	475490
NDYX	475133	NDYX	475167	NDYX	475206	NDYX	475246	NDYX	475495
NDYX	475134	NDYX	475168	NDYX	475207	NDYX	475247	NDYX	475497
NDYX	475135	NDYX	475169	NDYX	475208	NDYX	475248	Count:	150
NDYX	475136	NDYX	475170	NDYX	475210	NDYX	475249		
NDYX	475138	NDYX	475171	NDYX	475211	NDYX	475250		
NDYX	475139	NDYX	475172	NDYX	475212	NDYX	475252		
NDYX	475140	NDYX	475173	NDYX	475213	NDYX	475253		